Edgar Filing: OKEEFE MARY A - Form 4

OKEEFE MAI	RY A										
February 28, 2	.007										
FORM	N OMB	APPROVAL 3235-0287 January 31, 2005									
Check this	Number: Expires:										
if no longer subject to Section 16. Form 4 or Evert 5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of								Estimated burden hor response	Estimated average burden hours per response		
obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17((a) of the l	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940				
(Print or Type Res	sponses)										
1. Name and Add OKEEFE MA	2. Issuer Name and Ticker or Trading Symbol PRINCIPAL FINANCIAL GROUP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
	INC [PFG]							sheek un uppheuolo)			
(Last) 711 HIGH ST	(First) (TREET	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2007				Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP & Chief Mktg. Off.					
DES MOINE	(Street) S, IA 50392			endment, D onth/Day/Yea	-	al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owne	d	
	Transaction Date Aonth/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	4. Securi mAcquired Disposed (Instr. 3, Amount	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip	
Reminder: Repor	t on a separate line	e for each cl	ass of sec	urities bene	Perso infor requi	ons who res nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

Edgar Filing: OKEEFE MARY A - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Y				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
						Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 62.63	02/26	5/2007			A		18,755		<u>(1)</u>	02/26/2017	Common Stock	18,755
Reporting Owners													
Reporting O	wner Name / Address					lations	hips	1					
Director				10% Owner Officer				Other			er		

Sr. VP & Chief Mktg. Off.

OKEEFE MARY A 711 HIGH STREET DES MOINES, IA 50392

Signatures

Joyce N. Hoffman, by Power of Attorney 02/28/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The option vests in three equal annual installments beginning February 26, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.